# Latino Chamber of Commerce of Pueblo, Inc. ByLaws

## Article I Name

- **Section 1.** The name of this organization shall be the Latino Chamber of Commerce of Pueblo, Inc., hereinafter referred to as Chamber.
- **Section 2.** The principal office of the Chamber shall be in Pueblo, CO.

#### Article II Mission & Vision

The mission of the Latino Chamber is to be a dynamic business organization committed to promoting opportunity, growth and progress of small business in a highly diverse society with emphasis on the Latino Community.

The Vision of the Latino Chamber is to be the recognized leader for small business development.

- In furtherance of the mission, but not in the limitation thereto, the Chamber, through its Board of Directors shall have all the powers set forth in 7-22-101 of the "Colorado Nonprofit Corporation Act", and as may be amended; and in addition the Chamber shall have the power to:
  - 1. Collect and disseminate statistics and other data, conduct investigations and submit reports;
  - 2. Further the training and education of those connected with or desirous of becoming affiliated with industry or business in the Pueblo area;
  - 3. Assist industries and businesses in their growth and expansion;
  - 4. Provide administrative, management and consultant support to other organizations as deemed appropriate;
  - 5. Define adopt a statement of policy within which the relationship between the Chamber Board and its staff may operate;
  - 6. Employ a President/CEO and such staff he/she may determine under budgetary criteria, to successfully accomplish the mission of the Chamber;
- **Section 3.** The Chamber shall be non-profit, nonpartisan and nonsectarian, and shall take no part in or lend its influence or facilities to any candidate for political office in the City, County, State, or Nation.

## **Section 4.** Compensation

Volunteers: Members, directors, officers, members of a committee connected with the Chamber, or any other private individual shall not receive compensation for volunteer time.

Professional Services: In the event that any member, director, officer, members of committees, connected with the Chamber or any other private individual or their business shall provide professional services to the Chamber they may be compensated for such professional services.

**Section 5.** The Chamber shall have the power to retain all or any part of any securities or property acquired by it in whatever manner, and to reinvest any funds held by it, according to the judgment of the Board, without being limited to the class of

investments which a trustee is or may hereafter be permitted by law to make or any similar restriction. The Board may take no action on behalf of the Chamber if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 (c) (6) of the Internal Revenue Code and its regulation as they now exist or may hereafter be amended.

## Article III Eligibility for Membership

Any area individual, association or corporation in business, agriculture, education, the professions manufacturing, wholesaling and distribution or other approved classification, may be members of the Chamber upon agreement to support the mission of the Chamber and to invest a membership amount in support of the Chamber's approved budget.

## Article IV Membership

- A. Any person, firm, association or corporation qualified in Article III residing in the Pueblo area, which is described as within the boundaries of Pueblo County, although the principal place of business may be elsewhere, is eligible to become an active member of the Chamber; individuals or firms outside Pueblo County who may have a personal or business interest in Pueblo County.
  - B. The Board of Directors is empowered to change the class of membership from time to time as may be necessary to meet the demands upon the Chamber to fulfill its obligations.

# **Section 2.** Classes of Membership

All classes of membership will be required to pay an annual investment fee unless otherwise noted in these by-laws.

- A. Memberships Requiring an Investment
- Small Business and Professional Membership: Any small business employing up to 35 full-time employees or any professional may join the Chamber. Small Businesses and professional members shall enjoy all the rights and privileges of the Chamber, including the right to vote and hold office.
- 2. **Individual Membership:** Any person who is not representing a business or a profession may become an individual member. Individual members shall enjoy all the rights and privileges of the Chamber, including the right to vote and hold office.
- **3. Associate Membership**: Any person retired from remunerative employment, teachers, clergymen and military shall be eligible for associate membership. Each associate member shall enjoy all the rights and privileges of the Chamber, but are not eligible to vote or hold office.
- **4. Student Membership:** Any person who is a student in Pueblo County may become a student member. Student members shall enjoy all the rights and privileges of the Chamber, but are not eligible to vote or hold office.
- 5. **Non-Profit Membership:** Any non-profit agency/organization shall enjoy all the rights and privileges of the Chamber, including the right to vote and hold office.
- 6. **Corporate Membership:** Any corporation employing up to 75 full-time employees shall enjoy all the rights and privileges of membership, including the right to vote and hold office.

- 7. **Major Corporate Membership:** Any corporation employing over 75 full-time employees shall enjoy all rights and privileges of the Chamber, including the right to vote and hold office.
- **8. Government Membership:** Shall represent government on a local or state level and shall enjoy all the rights and privileges of the Chamber, including voting and hold office as a government employee.

  Elected officials are exempt from voting and must hold individual membership within the Chamber.
- Special Governmental Districts: Groups designated as special districts under Colorado law shall be eligible for membership and shall enjoy all the rights and privileges of membership, including the right to vote and hold office.

Elected officials are exempt from voting and must hold individual membership within the Chamber.

# 10. Memberships Requiring No Investment

**Honorary Membership:** Any person of distinction who has rendered a singular service to the Chamber or the community may be nominated and elected to honorary membership at any regular meeting of the Board. Election requires a two-thirds (2/3) majority vote of the Directors of the Chamber. Such members shall enjoy all the rights and privileges of membership, but are not eligible to vote or hold office.

## **Section 3.** Voting:

Shall be determined by memberships level of investment and shall be identified on the Chamber's membership application; must be approved by a two-thirds (2/3) majority vote of the Board of Directors.

Section 4. Investments: Membership investments shall be based on a rate schedule or formula prescribed by the Board of Directors. Investments are payable on each member's anniversary date. The date on the new membership application shall be indicated as the "anniversary date" for each member.

## **Section 5.** Membership Meetings

Annual Membership Meeting: The annual meeting of the members of the Chamber shall be held at the last meeting of the calendar year. Notice for such meetings shall be given to the membership by mail or electronic communication. Those present shall constitute a quorum. The purpose of this meeting is to elect new members to the Board of Directors.

## **Section 6.** Membership Termination

A. Membership in the Chamber may terminate by death, voluntary withdrawal as herein provided, or otherwise in pursuance of these bylaws. All rights, privileges and interests of a member of the Chamber shall cease on the date of termination or of membership. Any member may withdraw from membership by giving written notice of such intention to the Board of Directors or staff.

## B. Delinquency and Expulsion

- Any member that fails to pay his/her investment within ninety (90) days after the due date may forfeit his/her membership. The President/CEO shall have the discretion to determine if good cause exists to continue the investment.
- 2. Any member may be expelled for conduct prejudicial to the aims, goals and reputation of the Chamber by a two thirds (2/3) majority vote of the Board or Directors at a regularly scheduled meeting. Members subject to possible termination under this clause are entitled to a hearing before the Board of Directors.

#### Article V Board of Directors

# **Section 1.** Responsibility

A. The Board of Directors of the Chamber shall have supervision, control and direction of the affairs of the Chamber; shall determine its policies or changes therein within the limits of the By Laws; shall actively pursue its objectives; and shall have the responsibility of assuring necessary financing to effectively carry out a work plan approved by the Board of Directors and administered by its President/CEO. It shall hire/fire the President/CEO and evaluate his/her performance. The term of office of the President/CEO shall be fixed by the Board and may be by contractual agreement.

The Board of Directors of the Chamber shall have supervision, control and direction of the affairs of the Chamber; shall determine its policies or changes therein within the limits of the By Laws; shall actively pursue its objectives; and shall have the responsibility of assuring necessary financing to effectively carry out a work plan approved by the Board of Directors and administered by its President/CEO. The Board shall set the terms and conditions of the employment of its President/CEO and may do so through a separation agreement.

- B. Each member of the Board of Directors has a fiduciary responsibility to the Board. It shall be the duty and obligation of each director to act in the best interest of the Chamber. No Board members shall vote on any action in which the individual Board member or committee member may receive direct or indirect monetary benefits or on any action in which the director/member may have conflict due to an affiliation with the organization subject to the proposed action. Such action shall be reflected in the minutes.
- C. It is the intent of these By Laws and addendum to function with the maximum number of Directors authorized. Appointments and/or vacancies shall be filled pursuant to the By Law's and Addendum to accomplish this goal.

## **Section 2.** Conflict of Interest

Each member of the Board of Directors has a fiduciary responsibility to the Board. It shall be the duty and obligation of each director to act in the best interest of the Chamber as oppose to primarily representing individual

constituency. No Board member shall vote on any action in which the individual Board member or committee member may receive direct or indirect monetary benefits or on any action in which the Director/member may have conflict due to an affiliation with the organization subject to the proposed action. Such action shall be reflected in the minutes.

## **Section 3.** Compliance with Applicable Laws

Actions and decisions of the Chamber shall be in compliance with any and all applicable Federal, State and Local laws.

# **Section 4**. Composition and Voting Privileges

- A. Voting Board Members: Upon application, all Chamber members, except those excluded from voting or holding office (Article IV, Section II) are eligible to serve on the Board of Directors. No more than one representatives of any member company/or industry may serve as Director or Officer of the Board simultaneously, unless approved by the Board, through the nominating process.
- B. Ex-Officio Board Members: Ex-officio members may be appointed by the Board from time to time and shall have no voting rights. They shall be eligible for other benefits of the Chamber.
- C. Elected Officials: Local, State and Federally elected officials may not serve as full voting members of the Board of Directors or in any leadership capacity, such as Chairman of councils and/committees.
- D. No more than one member of any family shall serve on the Board of Directors simultaneously. Family defined: Parent; Spouse; Dependant; Child; In-Law; Grandparent or Sibling.

#### **Section 5.** Number and Terms

- A. The Board of Directors shall consist of the number stated within the Addendum attached to By Law's. A specific number shall be elected Directors, all of whom shall be elected by the voting members of the Chamber. Members shall be elected to the Board annually, each for the term specified within the Addendum. In addition, the Board Chairperson of the Board shall appoint the Immediate past Chair as a voting member (because of succession, the number of voting members may vary based on the newly elected chair's term).
- B. The majority of Board members (51%) shall be of Hispanic/Latino heritage.
- C. Term of Office: Terms of office for members of the Board of Directors begin January 1 of each year.
- D. Board members may serve (1) three-year term and shall be eligible for reelection to the Board for an additional consecutive three-year term.
- E. An individual who has served on the Board of Directors for any combination of terms equal to 7 consecutive years is ineligible to run for re-election to the Board until one year has lapsed from the termination date of his/her last appointment to the Board.

# **Section 6.** Appointments to the Board

A. The Chairperson of the Board, with the approval of the Board, shall appoint individuals consistent with the number stated within the Addendum attached

to By Law's. These one-year terms shall be concurrent with the term of the office of the presiding Chairperson of the Board. If the Chairman fails to appoint individuals consistent with the number stated within the Addendum to the By Law's within 20 days from the Chairman's election the Board shall receive nominations and said position will be filled with the approval of the Board.

B. An individual who has served on the Board of Directors for any combination of terms equal to 7 consecutive years is ineligible to be approved to the Board until one year has elapsed from the termination date of his/her last appointment to the Board.

# **Section 7.** Voting Privileges: Voting privileges begin at the beginning of the Chamber's fiscal year (January 1 — December 31). Board members are elected at the Annual Meeting (December and are eligible to vote the following meeting (January).

# Section 8. Rules and Regulations

The Board of Directors may, from time to time, adopt such rules or procedures and such regulations for the conduct of their meeting as they shall see fit, not otherwise inconsistent with these By Laws.

# **Section 9.** Meetings of the Board

- A. Regular Board Meetings: Regular meetings shall be held once each month at a place determined by the Chairperson.
- B. The Board shall hold a regular meeting to organize and elect officers to meet deadlines.
- C. Notice of all regular meetings of the Board shall be sent by mail or electronic communication or the Board members may be advised by telephone at least five (5) working days in which the office is open for business.
- D. Special meetings: Special meetings may be called by the Chairperson of the Board with twenty-four (24) hours prior notice in which the office is open for business. Notices may be sent by mail, electronically or by telephone.
- E. Parliamentary Procedure: Proceedings of all meeting shall be governed by the latest edition of *Robert's Rules of Order Newly Revised*.

## **Section 10.** Attendance at Meetings

- A. Absence of a voting member from 3 regular meeting of the Board of Directors in a fiscal year will be construed as a resignation unless the Board member contacts the President/CEO. The President/CEO will coordinate a discussion between the Board Member and the Board Executive Committee to discuss circumstances and expectations. The executive committee will make the determination with regard to the Board Members' continued service.
- B. It is the responsibility of the Board Members to report their inability to attend a regular meeting of the Board to the President/CEO or designee at the earliest opportunity.
- **Section 11**. Quorum: Two-thirds (2/3) of the elected and appointed active voting members of the Board shall constitute a quorum at any meeting of the Board.

## **Section 12.** Nominations:

- A. The report of the nominating committee shall be submitted to the staff for verification that all nominees are eligible to stand for election by reason of being active members in good standing.
- B. Nomination for Board of Directors: The committee shall submit a slate of candidates for the office of Director to the membership by mail or elect communication no fewer than sixty (60) days prior to the Annual Meeting.
- C. Nominations from the Membership: The name or names of any active member or members of the Chamber other than those proposed by the nominating committee may be placed in nomination by filing a nominating certificate signed by at least twenty-five (25) active members of the Chamber. Each member signing the certificate must be listed "key contact person or "representative" on the Chamber's rolls and a member in good standing.
- D. Qualifications: Nominees for Director must be active members in good standing, have consented to have his/her name placed in nomination and have given his/her pledge to serve if elected.
- E. The Board of Directors may from time to time establish criteria for membership on the Board of Directors.

# **Section 13.** Ballots and Voting:

- A. If one (1) or more nominations certificates are filed as provided for in Section 12B of this Article, the names of such additional members in good standing with the Chamber shall be added to the ballot.
- B. Voting for Board members shall take place at the annual meeting (December).
- C. Absentee ballots will be available to members who cannot attend the annual meeting upon request.
- Section 14. Counting Ballots: The Chairperson shall appoint three (3) tellers who shall, within two (2) working days in which the office is open for business after the close of the election, count and canvas the ballots and report their findings to the President/CEO.
- **Section 15.** Results: The candidates receiving the highest number of votes shall be declared elected and shall be notified within two (2) working days in which the office is open for business.
- Section 16. Vacancies: Any Vacancy that may occur on the Board shall be filed by the Chairperson of the Board, subject to the approval of the Board. If the Chairperson fails to fill said vacancy within 30 days of the vacancy, the full board shall review nominations by the nominating committee and/or by the Board and fill said vacancy by a majority vote of the Board at the following Board meeting.

# **Section 17.** Removing a Board Member/Delinquency and Expulsion

1. Board members who fail to pay his/her investment within ninety (90) day after the due date, his/her membership shall be forfeited. He/she will be required to vacate his/her position on the Board.

2. Any Board member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting for conduct prejudicial to the aims, goals and repute of the Chamber. Members subject to possible termination under this clause are entitled to a timely hearing before the Board of Directors.

#### Article VI Duties of Officers

#### **Section 1.** Officers

- A. All officers nominated shall be selected from the current Board Directors.
- B. Officers: The officers of the Chamber shall be the Chairperson of the Board, Chair-Elect, Vice-Chair, Secretary, Treasurer, and Immediate Past Chairperson.
- C. Terms of Office: The respective terms of office be for one (1) fiscal year or until their respective successor is elected.
- D. In the event any officer is unable to fulfill his/her duties, as elected, the Chairperson of the Board shall appoint a successor, with the approval of the Board, to fill the unexpired term.

#### **Section 2.** Duties of the Officers

- **A. Chairperson of the Board:** The Chairperson of the Board shall be the chief elected officer of the Chamber and shall preside at meetings of the Chamber and of the Board of Directors. He/she shall have the right to vote on any committee or sub-committee except the Committee on Nominations. He/she shall also, at the annual meeting of the Chamber, and at such other times as he/she shall deem proper, communicate to the Chamber or to the Board of Directors such matters and make suggestion as may, his/her opinion, tend to promote the welfare and increase the effectiveness of the Chamber, and to perform other duties as are necessary incident to the office of Chairperson of the Board or as may be prescribed by the Board of Directors. In the absence or disability of the Chairperson of the Board, the Chair-Elect, Vice Chair, Secretary or Treasurer, a member of the Board of Directors shall be designated by the Board to serve.
- **B. Chair-Elect:** The Chair-Elect shall utilize the year to become familiar with all the duties and responsibilities that must be accomplished by the Chairperson. The Chair-Elect shall act in such capacities as the Chairperson of the Board, may direct and shall act in the absence of the Chairperson of the Board.
- **C. Vice-Chair:** The Vice-Chair shall perform such duties as may be suggested by the Chairperson of the Board. In the absence of both the Chairperson of the Board and the Chair-Elect, the Vice-Chair shall serve the duties of Chairperson of the Board.
- **D. Secretary:** The Secretary shall assure that all books, documents and communications are maintained appropriately; that accurate records of the proceedings of the Board of Directors, committees and sub-committees are kept.
- E. **Treasurer:** The Treasurer shall assure an accounting of all moneys received and expended for the use of the Chamber, through financial records provided by staff. He/she shall submit monthly reports to the Board of Directors. The Treasurer shall serve as Chairperson of the Budget and/or Finance committee and shall ensure spot audits are performed.
- F. **Immediate Past Chair:** Shall be on active status with the Latino Chamber Development Corporation. In the event the immediate Past Chair chooses or is unable to be on active status with the Latino Chamber Development Corporation, the Latino Chamber Development Corporation Board

of Directors may select a Board member to fill the Past Chairman's position on the Latino Chamber Board of Directors with full voting rights.

- **Section 3.** Bonding: The officers and staff shall be covered in the Chamber's insurance policy.
- **Section 4.** Limited Liability of Directors: The Board shall be covered by Director's and Offers Liability Insurance.

#### Article VII Committees

#### **Section 1.** Committees

- A. The Chair and or the Board may designate committees, subject to the approval of the Board, as necessary to carry out the mission of the organization.
- B. The Chairperson of the Board shall appoint committee chairpersons.
- C. Each member of a Chamber committee has a fiduciary responsibility to the Board. It shall be the duty and obligation of each committee member to act in the best interest of the Chamber. No committee member shall vote on any action in which the individual committee member may receive direct or indirect monetary benefits or on any action in which the member may have conflict due to an affiliation with the organization subject to the proposed action. Such action shall be reflected in the minutes.
- **Section 2.** Standing Committees: chairs shall be appointed as soon as practical following the annual meeting of the membership or as necessary.

#### Standing Committees are:

- A. An Executive Committee: The Executive Committee shall consist of the Chairperson of the Board, Chair-Elect, Vice-Chair, Secretary, Treasurer and the Immediate Past Chairperson of the Board. The President/CEO shall serve as an ex-officio member. The Executive Committee shall function only when the Board of Directors is not in session and when the matter to be passed upon requires attention and action prior to the next meeting of the Board. All decisions are subject to approval of the Board.
- B. Budget/Finance Committee: The Treasurer of the Board shall chair this committee, which is responsible for overseeing the fiscal management of the Chamber. It shall review and make recommendations regarding the Chamber's finances and budget and make regular reports to the Board.
- C. Personnel: Will serve to review and revise personnel policies and procedures of the organization and will make recommendations to the Board regarding personnel policies and procedures The Personnel committee will oversee personnel matters of the organization, review and revise personnel policies and make recommendations to the Board regarding personnel matters.
- D. Nominating Committee: The nominating committee shall consist of the Chairperson of the Board, the Chair-Elect-, two (2) voting members of the Board, and two (2) members from the membership at large. It is responsible for preparing a slate of new Board members to the presented for consideration by the membership.
- **Section 3.** Other Committees: The Board may appoint other committees as required.

**Section 4.** Committee Duties and Functions: The duties and functions of all committees shall be those listed in these By Laws or as prescribed from time to time by the Board of Directors. All committees shall report as requested to the Board.

Committees and their members individually shall not represent the Chamber in advocacy of or in opposition to any project or movement regarding the Chamber without the specific confirmation of the Board of Directors unless such confirmation is clearly granted under the power delegated to the committee by the Board of Directors and is so recorded in the Board minutes.

#### Article VIII Staff

President/CEO: The President/CEO shall be hired by the Board of Directors, and shall serve as the chief executive officer, responsible for the day-to-day administration and management of the Chamber and shall perform such other duties as are usually incident to this office. He/she shall employ and terminate the employment of the members of the staff as he/she may determine necessary to carry out the work of the Chamber. He/she may be a non-voting member of all committees of the Chamber.

The President/CEO shall be evaluated by the Board of Directors on an annual basis.

#### **Article IX Finances and Disbursements**

**Section 1.** Committee Budgets and Finances: It will be the responsibility of all committees and sub-committees to present budget requests for their committee programs to the Budget/Finance committee for consideration and approval.

## **Section 2.** Disbursements

- A. Disbursements of the funds of the Chamber will be by check or petty cash.
- B. Disbursement of funds which exceed the budgeted amount or which would cause an increase in the total budget must be approved by a two-thirds (2/3) majority vote of the Board of Directors.
- C. Such increase in budget shall not exceed available funds and shall not be contrary to any funding agency or grant limitation or restriction of funds and not affect the operation of the organization.
- **Section 3.** Audits: The books and records of the Chamber shall be audited annually by a certified public accountant.

# Article X Business Procedures

- Section 1. Contracts: The Board of Directors may authorize the officers of the corporation, by resolution to enter into any contract or execute and deliver any instrument in the name of and or on behalf of the Chamber.
- **Section 2.** Loans: Any loan or evidence of indebtedness executed on behalf of the Chamber shall be reported and reviewed by the finance committee. Said loan or evidence of indebtedness shall be approved by the Board.
- **Section 3.** Payment of indebtedness/Signatures: All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness over \$2,500 issued in the name of the Chamber, shall be signed by no less than two (2) officers of

the corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Chamber, not otherwise employed, shall be deposited from time to time to the credit of the organization in such bank, trust company or other depository as the Board of Directors shall select.

#### Article XI Fiscal Year

The fiscal year of the Chamber shall be January 1<sup>st</sup> of each year and shall end on December 31<sup>st</sup> of the same year.

# Article XII Amendments, Repeal, Alteration of By Laws

- A. These By Laws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) majority vote of the Board of Directors in attendance at any regular or special meeting.
- B. A copy of the amendments proposed for consideration shall be posted on the bulletin board of the Chamber no fewer than ten (10) days prior to the meeting at which it is to be voted on, and
- C. A copy of such amendments shall be mailed to the last recorded address of each member of the Board or sent electronically at least fifteen (15) days prior to the date of the meeting.

#### Article XIV Dissolution

Section 1. Upon the dissolution of the Chamber, the Board shall, after paying or making provisions for the payment of all the liabilities of the Chamber, dispose of all the assets of the Chamber exclusively for the purpose of the Chamber. Such funds must be distributed to an organization whose purpose consists with the Chamber and which qualified as a tax-exempt organization under Section 501 (c) (6) of the Internal Revenue Code or similar provision as amended. Any of such assets not so disposed of shall be disposed of by the District Court of Pueblo County, Colorado, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

## Article XV Merger

If at any time, the Chamber shall be merged with any other existing or new organization, by the name or under another name, its funds, notwithstanding the previsions of the previous Article XIV, may be credited to the merged organization so long as it retains its status as an exempt organization under the Internal Revenue Code.

Adopted this 16<sup>th</sup> of December, 1994. Amended this 16<sup>th</sup> day of October, 1996. Amended this 15<sup>th</sup> day of January, 1997.

Amended this 6<sup>th</sup> day of June, 1999.

Amended this 1<sup>st</sup> day of January, 2001

Amended this 10<sup>th</sup> day of October, 2001

Amended this 14<sup>th</sup> day of May, 2003 (Mission & Vision Statement)

Amended this 17<sup>th</sup> day of July, 2005 (Complete review – Board Term Changes) Amended this 12<sup>th</sup> day of September, 2007 (Board Size) Amended this 14<sup>th</sup> day of March, 2012 (Excused Absence Defined) Amended this 13<sup>th</sup> day of February, 2013 (Complete Review by Board and Attorney) Amended this 14<sup>th</sup> day of May, 2014

# Latino Chamber of Commerce of Pueblo, Inc. Proposed Changes for Board Presented for approval Wednesday, September 12, 2007

Reduce the number of Board members elected by the membership to 6; retain immediate Past Chair, and up to 7 appointed by the presiding Chair (resulting in an odd number), approved by the Board.

This shall occur as follows:

# 2008 Board will include:

- 4 positions with the term of 2006 2008
- 4 positions with the term of 2007 2009
- 2 positions with the term of 2008 2010

5 one-year appointments

15 Total

# 2009 Board will include:

- 4 positions with the term of 2007 2009
- 2 positions with the term of 2008 2010
- 2 positions with the term of 2009 2011

5 one-year appointments

13 Total

# 2010 Board will include:

- 2 positions with the term of 2008 2010
- 2 positions with the term of 2009 2011
- 2 positions with the term of 2010 2012

7 one-year appointments

13 Total

\*\*\* NOTE: One-year appointments must result in an odd number, dependant on immediate past-chair's appointment.

Past-Chair prevision shall remain the same.